

Exhibit 3

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

<div style="display: flex; justify-content: space-between;"><div style="width: 80%;"><p>THE CITY OF PROVIDENCE, Individually and on Behalf of All Others Similarly Situated,</p><p style="text-align: center;">Plaintiffs,</p><p style="text-align: center;">v.</p><p>AEROPOSTALE, INC., THOMAS P. JOHNSON and MARC D. MILLER</p><p style="text-align: center;">Defendants.</p></div><div style="width: 10%; text-align: center; font-size: 2em;">)</div></div>	<p>No. 11-CV-7132 (CM)(GWG)</p> <p><u>CLASS ACTION</u></p>
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**DECLARATION OF ADAM D. WALTER IN SUPPORT OF
LEAD PLAINTIFF’S MOTION FOR APPEAL BOND**

I, Adam D. Walter, declare as follows:

1. I am a Senior Project Manager of A.B. Data, Ltd.’s Class Action Administration Division (“A.B. Data”), whose Corporate Office is located in Milwaukee, Wisconsin. Pursuant to the Court’s Order Granting Preliminary Approval of Class Action Settlement, Approving Form and Manner of Notice, and Setting Date for Hearing on Final Approval of Settlement, entered January 31, 2014 (the “Preliminary Approval Order”), A.B. Data was authorized to act as the Claims Administrator in connection with the Settlement in the above-captioned action. Among other matters, I work on the Action. The following statements are based on my personal knowledge and information provided by A.B. Data employees and, if called on to do so, I could and would testify competently hereto.

2. Lead Counsel has requested A.B. Data to quantify additional Settlement administration costs that will likely be incurred by a delay in the distribution of Settlement

proceeds to eligible claimants as a result of an appeal. Without an appeal, the Settlement would have become final on June 13, 2014 and A.B. Data estimates it would have the checks ready for distribution to eligible claimants within the next four to six months.

3. Additional costs due to delay in the finality of the Settlement would likely include: (1) ongoing maintenance and hosting of a Post Office Box and toll-free telephone line, as well as live agents, to facilitate ongoing communications with claimants during the period when, because of the appeal, the administration would need to be kept active; (2) processing additional correspondence and emails regarding change-of-address forms, change-of-name forms, and status of payment requests from claimants; (3) periodically updating and maintaining the Settlement Administration website during the period when the administration would need to be kept active; (4) warehousing documents during the period when the administration would need to be kept active; (5) processing additional late claims; and (6) miscellaneous administrative tasks and expenses related to these activities including photocopying and imaging.

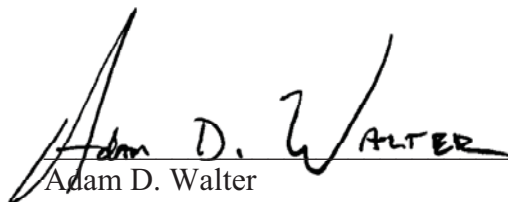
4. I anticipate that due to the delay in distributing the Settlement Fund caused by the pending appeal, when A.B. Data does distribute the Settlement Fund, we will process an increased number of undeliverable award checks returned by the United States Postal Service requiring research to update addresses. There will be additional postage fees and reprocessing fees to reissue checks and re-mail undelivered checks. It is also anticipated that Class claimants will necessarily contact the Claims Administrator throughout the pendency of the appeal, inquiring as to the status of their claims, thus requiring more administrative staff time and resources.

5. I am advised by Lead Counsel that the median time for an appeal in the Second Circuit, from the filing of a notice of appeal to decision, is 11 months. Assuming an 11-month

delay and assuming that, but for the appeal, A.B. Data would have been ready to distribute checks in 5 months from entry of the judgment, I conservatively estimate that the additional costs A.B. Data would bill to the Class to be approximately \$15,000. This includes approximately (i) \$240 per month in costs for the Post Office Box and toll-free telephone line for an additional 6 months; (ii) \$575 per month in additional communication costs during the 11 months the appeal is pending; (iii) \$150 per month in updating and maintaining the Settlement Administration website for an additional 6 months; (iv) \$125 per month in document storage and data storage for an additional 6 months; (v) \$130 per month in processing late claims during the additional 6 months; (vi) \$100 per month in miscellaneous administrative tasks and expenses during the additional 6 months; and (vii) \$600 per month in project management costs during the additional 6 months. In addition to such monthly costs, A.B. Data estimates an additional cost of \$785 stemming from an additional 10 - 15% of checks being undeliverable when the Settlement Fund is distributed.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 28th, 2014 in Palm Beach Gardens, Florida.


Adam D. Walter